Supreme Court, U.S.
FILED
SEP 24 1986
JOSEPH F. SPANIOL, JR.
CLERK

No. 86-140

IN THE
SUPREME COURT OF THE UNITED STATES

October Term, 1986

THE CELOTEX CORPORATION and
CAREY CANADA INC.,
et al.,
Petitioners

v.

SCHOOL DISTRICT OF LANCASTER,
et al.,
Respondents

REPLY BRIEF IN SUPPORT OF THE PETITION FOR WRIT OF CERTIORARI TO THE UNITED STATES COURT OF APPEALS FOR THE THIRD CIRCUIT

Ralph W. Brenner
(Counsel of Record)
Stephen A. Madva
Patrick T. Ryan III
MONTGOMERY, MCCRACKEN,
WALKER & RHOADS
Three Parkway — 20th Floor
Philadelphia, PA 19102
(215) 563-0650
Attorneys for Petitioners
The Celotex Corporation and
Carey Canada Inc.

And on behalf of those petitioners
listed on inside cover

PACKARD PRESS / LEGAL DIVISION, 10th & SPRING GARDEN STREETS, PHILA., PA. 19123 (215) 236-2000

Edward Greer
Alan C. Kessler
Robert T. Carlton, Jr.
MESIROV, GELMAN, JAFFE,
CRAMER & JAMIESON
The Fidelity Building
15th Floor
Philadelphia, PA 19109
(215) 893-5032

Attorneys for Petitioner
GAF Corporation

Sheila L. Birnbaum
Gary E. Crawford
Charles J. Israel
SKADDEN, ARPS, SLATE,
MEAGHER & FLOM
919 Third Avenue
New York, NY 10022
(212) 371-6000

Attorneys for Petitioner
Flintkote Company

Edward W. Madeira, Jr.
Richard W. Foltz, Jr.
PEPPER, HAMILTON &
SCHEETZ
The Fidelity Building
20th Floor
Philadelphia, PA 19109
(215) 893-4353

Attorneys for Petitioner
Lac d'Amiante du Quebec,
Ltee.

John Patrick Kelley
Catherine N. Jasons
KRUSEN EVANS & BYRNE
Public Ledger Building
5th Floor
Philadelphia, PA 19106
(215) 923-4400

Attorneys for Petitioner
Owens-Corning Fiberglas
Corporation

Francis F. Quinn
Kevin J. Connors
LIEBERT, SHORT, FITZPATRICK
& HIRSHLAND
1200 One Franklin Plaza
Philadelphia, PA 19103
(215) 564-5800

Attorneys for Petitioner
Fibreboard Corporation

Fredric L. Goldfein
Ellen Brown Furman
GOLDFEIN & JOSEPH
Packard Building
17th Floor
15th & Chestnut Streets
Philadelphia, PA 19102
(215) 977-9800

Attorneys for Petitioners
Asbestos Corporation, Ltd. and
Bell Asbestos Mines, Ltd.

TABLE OF CONTENTS

	Page
INTRODUCTION	1
ARGUMENT	2
I. THE SIGNIFICANCE OF THE THIRD CIRCUIT'S DECISION TO FUTURE PRODUCTS LIABILITY LITIGATION OUTWEIGHS THE DISCRETIONARY ASPECTS OF CLASS CERTIFICATION	2
II. THE THIRD CIRCUIT'S DECISION SANCTIONING THE JUDICIAL ESTABLISHMENT OF AN ACROSS-THE-BOARD NATIONWIDE EXPOSURE STANDARD WILL IMPAIR ESTABLISHED PRINCIPLES OF FEDERALISM AND THE SEPARATION OF POWERS	5
III. THE DECISIONS OF THE COURTS BELOW DO NOT REFLECT THE REQUISITE RULE 23(b)(3) ANALYSIS	7
IV. THE THIRD CIRCUIT'S DECISION IGNORED THE "FAIRNESS" AND "EFFICIENCY" REQUIREMENTS OF RULE 23(b)(3)	8
CONCLUSION	10

TABLE OF AUTHORITIES

CASES:	PAGE
Abrams v. Interco, Inc., 719 F.2d 23 (lst Cir. 1983)	3
In re "Agent Orange" Product Liability Litigation, 100 F.R.D. 718 (E.D.N.Y. 1983), *petition for writ of mandamus denied sub nom. In re Diamond Shamrock Chemicals Co.*, 725 F.2d 858 (2d Cir.), *cert. denied sub nom. Diamond Shamrock Chemicals Co. v. Ryan*, 465 U.S. 1067 (1984)	4, 5
In re Asbestos School Products Liability Litigation, 606 F. Supp. 713 (J.P.M.L. 1985)	3
Bogosian v. Gulf Oil Corp., 561 F.2d 434 (3d Cir. 1977), *cert. denied*, 434 U.S. 1086 (1978)	3
Carey v. Greyhound Bus Co., 500 F.2d 1372 (5th Cir. 1974)	3
Danyo v. Great Lakes Steel Corp., 93 Mich. App. 91, 286 N.W.2d 50 (1979)	4
Eisen v. Carlisle & Jacquelin, 417 U.S. 156 (1974)	2, 3, 8
Erie Railroad Co. v. Tompkins, 304 U.S. 64 (1938)	8, 9, 10
General Telephone Co. v. Falcon, 457 U.S. 147 (1982)	1
Hansberry v. Lee, 311 U.S. 32 (1940)	10
Hatch v. Reliance Insurance Co., 758 F.2d 409 (9th Cir.), *cert. denied*, 106 S.Ct. 571 (1985)	3
Jenkins v. Raymark Industries, Inc., 782 F.2d 468 (5th Cir.), *reh'g denied*, 785 F.2d 1034 (1986).	4
Knippen v. Ford Motor Co., 546 F.2d 993 (D.C. Cir. 1976)	6
Lucas v. Pioneer, Inc., 256 N.W.2d 167 (Iowa 1977)	4

TABLE OF AUTHORITIES—*(Continued)*

CASES:	PAGE
McCarthy v. Kleindienst, 741 F.2d 1406 (D.C. Cir. 1984)	3
Motor Vehicle Manufacturers Association v. State Farm Mutual Automobile Insurance Co., 463 U.S. 29 (1983)	6
In re Northern District of California, "Dalkon Shield" IUD Products Liability Litigation, 693 F.2d 847 (9th Cir. 1982), *cert. denied*, 459 U.S. 1171 (1983)	3
Oakwood Homeowners Association v. Ford Motor Co., 77 Mich. App. 197, 258 N.W.2d 475 (1977)	4
Phillips Petroleum Co. v. Shutts, 105 S.Ct. 2965 (1985)	9
In re School Asbestos Litigation, 789 F.2d 996 (3d Cir. 1986)	5, 7, 8
Walsh v. Ford Motor Co., 106 F.R.D. 378 (D.D.C. 1985)	4
COURT RULES	
Fed.R.Civ.P. 23(b)(3)	*passim*

INTRODUCTION

This Reply Brief is submitted in response to arguments first raised by the named plaintiff school districts ("Respondents") in their Brief in Opposition to Petition for Writ of Certiorari to the United States Court of Appeals for the Third Circuit ("Brief in Opposition"). The Petition for Writ of Certiorari ("Petition") asks this Court to review the judgment of the Third Circuit affirming the District Court's Rule 23(b)(3) certification of a nationwide class of public and private schools ("school districts") encompassing thousands of state law products liability claims that have arisen from the use of a wide variety of asbestos-containing products in school buildings.

Faced with overwhelmingly adverse precedent denying class certification of similar products liability and toxic tort claims because of the numerous individual factual and legal questions involved, Respondents have chosen to emphasize the purported advantages to the judicial system of class litigation and to ignore the question of whether class certification in these actions is permissible under the law. Thus, the Brief in Opposition defends the lower courts' decisions as "an attempt to grapple with the morass of asbestos litigation, which has caused an unprecedented backlog in the courts of this country." *Id.* at 3-4.

The courts below, acting more as legislatures than adjudicators, permitted class certification without subjecting the claims asserted in the Complaints to the "rigorous analysis" that this Court has instructed lower courts to apply under Rule 23. *See General Telephone Co. v. Falcon*, 457 U.S. 147, 161 (1982). The District Court's cursory review of Respondents' tort claims and the range of proof offered to establish them on a class-wide basis stands in sharp contrast to the far more stringent examination required under Rule 23.

In affirming the District Court's Rule 23(b)(3) decision, the Third Circuit has rendered a decision which directly conflicts with decisions of other federal circuits and sanctions significant departures from the accepted and usual course of judicial proceedings. Unless this Court reaffirms the importance of a rigorous Rule 23 analysis, other courts are likely to engage in the same relaxation of the legal standards for class certification in future products liability and toxic tort litigation. Accordingly, the decision warrants Supreme Court review.

ARGUMENT

I. THE SIGNIFICANCE OF THE THIRD CIRCUIT'S DECISION TO FUTURE PRODUCTS LIABILITY LITIGATION OUTWEIGHS THE DISCRETIONARY ASPECTS OF CLASS CERTIFICATION

Respondents repeatedly suggest that the Third Circuit's Rule 23(b)(3) decision is unsuited for Supreme Court review because the District Court's class certification decision was a "discretionary action" and that the Third Circuit appropriately deferred to the "broad discretion of the trial court." They contend that such discretionary decisions cannot satisfy any of the standards for granting review by writ of certiorari. *See* Brief in Opposition at 5-9.[1]

Respondents' characterization of the nature of a trial court's Rule 23 determination is contrary to well-established law and, if not rejected by this Court, will eviscerate the standards of Rule 23. It is only the district court's ultimate decision to certify an action as a class action, *after* applying the standards of Rule 23, that is within the sound discretion of the court. The application

1. *But see Eisen v. Carlisle & Jacquelin*, 417 U.S. 156, 159 (1974), in which certiorari was granted to resolve some of "the complex questions surrounding petitioner's attempt to maintain his suit as a class action under Fed.Rule Civ. Proc. 23."

of the legal criteria embodied in Rule 23 is not discretionary.[2] *Cf. Eisen v. Carlisle & Jacquelin*, *supra*, 417 U.S. at 176 (individual notice to identifiable class members is not discretionary; it is an unambiguous requirement of Rule 23). The ultimate issues presented by the Petition are whether the lower courts properly applied the legal standards for class certification and whether overriding legal barriers to certification exist.

The first question in the Petition challenges the propriety of using Rule 23(b)(3) in the context of the particular type of products liability claims that are asserted in these actions. The overwhelming weight of judicial authority denies class certification where, as here, harm is allegedly sustained under varying circumstances and the claims are governed by the laws of many jurisdictions.[3]

Respondents contend that the Third Circuit merely applied "settled law," citing a number of cases in which

2. Nor is the decision to grant or deny class certification merely reviewed under an "abuse of discretion" standard on appeal. The federal courts of appeals have generally held that a district court's class certification decision will be reversed if the district court either abused its discretion or applied erroneous or impermissible legal criteria to the plaintiff's claims. *See Hatch v. Reliance Insurance Co.*, 758 F.2d 409, 416 (9th Cir.), *cert denied*, 106 S.Ct. 571 (1985); *McCarthy v. Kleindienst*, 741 F.2d 1406, 1410 (D.C. Cir. 1984); *Abrams v. Interco, Inc.*, 719 F.2d 23, 28 (1st Cir. 1983); *Bogosian v. Gulf Oil Corp.*, 561 F.2d 434, 448 (3d Cir. 1977), *cert. denied*, 434 U.S. 1086 (1978); *Carey v. Greyhound Bus Co.*, 500 F.2d 1372, 1380 (5th Cir. 1974).

3. The Petition notes, for example, that the Third Circuit's decision conflicts with the decision of the Ninth Circuit in *In re Northern District of California, "Dalkon Shield" IUD Products Liability Litigation*, 693 F.2d 847 (9th Cir. 1982), *cert. denied*, 459 U.S. 1171 (1983), as well as the decision of the Judicial Panel on Multidistrict Litigation, which refused to consolidate the federal school asbestos actions for pretrial purposes on the ground, *inter alia*, that it was "not persuaded th[at] common questions of fact will predominate over individual questions of fact present in each action." *In re Asbestos School Products Liability Litigation*, 606 F. Supp. 713, 714 (J.P.M.L. 1985).

class certification was granted. *See* Brief in Opposition at 13 and 9-10 n.15 and n.16. The cases cited by Respondents, however, unlike the present actions, almost exclusively involved (a) claims arising from a single event or a single product; (b) state law claims which only required the application of the law of one jurisdiction; (c) federal claims as to which the law does not differ from jurisdiction to jurisdiction;[4] or (d) claims which were litigated under state class action statutes that contain different and less stringent legal standards than Rule 23.[5] These are not the types of products liability claims that are asserted in Respondents' Complaints and, accordingly, do not support denial of the Petition.

The only two cases cited by Respondents which even remotely resemble the present actions are *In re "Agent Orange" Product Liability Litigation*, 100 F.R.D. 718 (E.D.N.Y. 1983), *petition for writ of mandamus denied sub nom. In re Diamond Shamrock Chemicals Co.*, 725 F.2d 858 (2d Cir.), *cert. denied sub nom. Diamond Shamrock Chemicals Co. v. Ryan*, 465 U.S. 1067 (1984), and *Jenkins v. Raymark Industries, Inc.*, 782 F.2d 468 (5th Cir.), *reh'g denied*, 785 F.2d 1034 (1986).

Both of these cases, however, are distinguishable. In *Jenkins*, the plaintiffs' personal injury claims were subject only to Texas law. In *Agent Orange*, the District Court found that the types of claims and defenses asserted were peculiarly susceptible to class treatment. Indeed, the District Court in *Agent Orange* expressly found

---

4. For example, in *Walsh v. Ford Motor Co.*, 106 F.R.D. 378 (D.D.C. 1985), the court certified plaintiffs' claims under the federal Magnuson-Moss Warranty Act for class treatment but refused to certify plaintiffs' state law personal injury claims.

5. For example, the Michigan and Iowa class action statutes discussed in *Danyo v. Great Lakes Steel Corp.*, 93 Mich. App. 91, 286 N.W.2d 50 (1979); *Oakwood Homeowners Association v. Ford Motor Co.*, 77 Mich. App. 197, 258 N.W. 2d 475 (1977); and *Lucas v. Pioneer, Inc.*, 256 N.W.2d 167 (Iowa 1977), were modeled after the pre-1966 Rule 23, which contained neither a predominance requirement nor a superiority requirement.

that *no* defenses to liability existed that would affect the individual plaintiffs in different ways. *See* 100 F.R.D. at 723. By contrast, the Third Circuit noted the "significant case management concerns" posed by individualized defenses to Respondents' claims. *In re School Asbestos Litigation*, 789 F.2d 996, 1011 (3d Cir. 1986).

More fundamentally, the Third Circuit itself recognized that this litigation is "an unprecedented situation" and "not a routine class action." *Id.* at 1011, 1001. Its decision reflects a relaxation of the requirements of Rule 23, despite "formidable problems," in order to foster settlement of the claims. *Id.* at 1009. The Third Circuit thus has sanctioned a significant departure from the accepted and usual course of judicial proceedings.

For these reasons, this Court should grant review.

II. THE THIRD CIRCUIT'S DECISION SANCTIONING THE JUDICIAL ESTABLISHMENT OF AN ACROSS-THE-BOARD NATIONWIDE EXPOSURE STANDARD WILL IMPAIR ESTABLISHED PRINCIPLES OF FEDERALISM AND THE SEPARATION OF POWERS

The second question presented seeks review of whether a nationwide determination by the District Court of the level at which airborne asbestos fibers constitute a hazard in all schools would violate overriding principles of the separation of powers and federalism.

Respondents assert that this question "presumes that a factual finding on the danger point of a toxic substance is *never* a proper factual matter for determination by the courts in any common law tort action." *See* Brief in Opposition at 13-14 (emphasis in original). They then invoke "the basic duty of courts to decide a factual question directly brought before them in an adversary proceeding" to suggest that the second question does not merit review. *Id.* at 15.

Respondents, however, are not asking the District Court merely "to decide a factual question. . . ." They want a determination of the purportedly common question of "the general health hazards of asbestos" and a nationwide remedial decree. These are questions of public policy; and it is by treating these policy issues as Rule 23 "common questions" that the courts below have invaded the provinces of Congress, the federal Environmental Protection Agency and the States in violation of the principles of federalism and the separation of powers.

Respondents' reference to automobile safety, as discussed in *Knippen v. Ford Motor Co.*, 546 F.2d 993 (D.C. Cir. 1976), *see* Brief in Opposition at 14, presents an instructive parallel. *Knippen*, of course, was an individual action — not a class action — and did not present the question of a nationwide standard for automobile safety.

The question of a nationwide standard *was* presented, however, in *Motor Vehicle Manufacturers Association v. State Farm Mutual Automobile Insurance Co.*, 463 U.S. 29 (1983), a case not cited by Respondents. In the *Motor Vehicle* case, this Court conducted a detailed review of the decision of the National Highway Traffic Safety Administration ("NHTSA") to rescind a safety standard requiring automatic seatbelts or airbags in automobiles. This Court concluded that the NHTSA had failed to supply the requisite "reasoned analysis" for its rescission and remanded the case to the NHTSA. *Id.* at 57.

Under Respondents' class action theory — sanctioned by both courts below — this Court's painstaking review of agency action in the *Motor Vehicle* case was entirely unnecessary. If Respondents are correct, State Farm simply could have bypassed the NHTSA by filing a nationwide class action seeking a determination of the common "factual" question of the "general health hazards of automobiles without airbags." Under Respondents' theory, the District Court then could make a "factual determination" that automobiles without

airbags "present an unacceptable hazard" and could enter a nationwide remedial decree. *Cf.* 789 F.2d at 1009.

Simply put, the type of determination Respondents seek is legislation, not adjudication. A single federal district court, sitting in diversity, is not the proper forum to make such a broad policy decision. Under the Constitution, "common question" decisions of public policy are committed to the executive and legislative branches of the federal government and the states. The Third Circuit's decision failed to recognize the proper limits of judicial action and thus merits Supreme Court review.

III. THE DECISIONS OF THE COURTS BELOW DO NOT REFLECT THE REQUISITE RULE 23(b)(3) ANALYSIS

The third question presented for review is whether the two lower courts, in making their Rule 23(b)(3) determinations, failed to apply the requisite legal analysis to Respondents' claims and the proof they propose to offer to establish those claims.

Respondents acknowledge, for the first time, that "the class certification inquiry focuses on the nature or method of proof likely to be offered by plaintiffs at trial in support of their claims." Brief in Opposition at 16. They argue, however, that the lower courts *did* perform such an analysis on their claims and their theory of liability. *Id.* at 17-18.[6]

Contrary to Respondents' argument, it is not sufficient under Rule 23 that a plaintiff's chosen theory of

6. Respondents have made no secret of the type of proof they intend to offer to prove their claims:

> [T]he plaintiffs' theory . . . is that [1] the presence of asbestos-containing products in school buildings creates an unreasonable risk which, when combined with [2] defendants' knowledge or reason to know of the risks, and [3] the class members' asbestos-related expenditures, establishes the defendants' liability for having supplied these products without adequate warnings and testing.

Brief in Opposition at 17.

liability merely be susceptible to class-wide proof. Those circuits that have decided the issue have held that class certification is improper if the particular theory of liability and the proof offered to establish that theory are not sufficient to establish the elements of the plaintiff's claims on a class-wide basis.[7] *See* Petition at 16-17.

Even the most cursory reading of the opinions below reveals that the courts did *not* examine Respondents' theory or proposed proof to determine whether that theory or proof would establish (or even advance) Respondents' claims on a class-wide basis. Respondents can only point to the Third Circuit's statement that "the District Court believed that the proof of [the four issues the District Court identified] would not vary widely from one class member to another." *In re School Asbestos Litigation*, *supra*, 789 F.2d at 1009, quoted in Brief in Opposition at 16-17. Since neither the District Court's "belief" nor the Third Circuit's recitation of that "belief" was based on the type of legal analysis which Respondents now concede is necessary under Rule 23, Petitioners' third question warrants Supreme Court review.

IV. THE THIRD CIRCUIT'S DECISION IGNORED THE "FAIRNESS" AND "EFFICIENCY" REQUIREMENTS OF RULE 23(b)(3)

The fourth question raised in the Petition is whether Rule 23(b)(3)'s superiority requirement can be satisfied in a case involving products liability claims to which the varying laws of over fifty jurisdictions must be applied under this Court's decisions in *Erie Railroad Co. v.*

7. This type of analysis does not involve an impermissible consideration of the merits of plaintiffs' claims in violation of *Eisen v. Carlisle & Jacquelin*, *supra*. *Eisen* only requires the lower courts to assume that plaintiffs can prove what they say they will prove. Whether that proof will establish plaintiffs' claims on a class-wide basis is a separate question and one that must be considered before a class is certified.

Tompkins, 304 U.S. 64 (1938), and *Phillips Petroleum Co. v. Shutts*, 105 S.Ct. 2965 (1985).

Respondents incorrectly assert that the fourth question merely raises issues of manageability. *See* Brief in Opposition at 19. To the contrary, this question embraces the specific determinations which underlie the superiority requirement itself: namely, whether the application of the different products liability laws of over fifty jurisdictions to thousands of claims in a single proceeding can result in a "fair and efficient adjudication" of those claims.

All parties to the litigation have an interest and, indeed, the right to insist that the appropriate governing law will be applied to the class members' claims. To this end, it is not enough simply to attempt to group the states' varying formulations of products liability standards into categories. Indeed, as the Petition demonstrates, this task is far more complex than Respondents have suggested since many jurisdictions fall within different groups with respect to different standards. Under *Erie*, the District Court, sitting in diversity, must apply those standards in the same way that a court of the appropriate jurisdiction would apply them. Furthermore, when the law of the particular jurisdiction is unclear or has yet to be declared, the District Court must predict how the highest court of the jurisdiction would decide questions of first impression.

The use of subclasses will not provide an efficient solution to the problem. As demonstrated in the Petition, at 21-22, the composition of the various subclasses will have to be changed at every procedural stage of the litigation in order to accommodate the varying alignments of state laws. This repeated, but required, reshuffling of the deck would be inefficient, confusing and prone to error.

Finally, the acquiescence of the courts below in Respondents' offer to meet "the most stringent test of

liability" in attempting to prove their claims is both a violation of the requirement in *Erie* that federal courts, sitting in diversity, apply state substantive law to the claims before them and a dangerous invitation to the unnamed class members to mount a collateral attack on the adequacy of Respondents' representation of their state law claims. *Cf. Hansberry v. Lee*, 311 U.S. 32 (1940).

For these reasons, this Court should grant review of the fourth question.

CONCLUSION

For the reasons set forth above and in the Petition for Writ of Certiorari which was filed on July 30, 1986, Petitioners request that a Writ of Certiorari issue to review the judgment of the Third Circuit affirming the District Court's Rule 23(b)(3) class certification decision.

Respectfully submitted,

Ralph W. Brenner
(Counsel of Record)
Stephen A. Madva
Patrick T. Ryan III
MONTGOMERY, MCCRACKEN,
WALKER & RHOADS
Three Parkway — 20th Floor
Philadelphia, PA 19102
(215) 563-0650

Attorneys for Petitioners
The Celotex Corporation and
Carey Canada Inc.

And on behalf of:

Edward Greer
Alan C. Kessler
Robert T. Carlton, Jr.
MESIROV, GELMAN, JAFFE,
CRAMER & JAMIESON
The Fidelity Building
15th Floor
Philadelphia, PA 19109
(215) 893-5032

Attorneys for Petitioner
GAF Corporation

John Patrick Kelley
Catherine N. Jasons
KRUSEN EVANS & BYRNE
Public Ledger Building
5th Floor
Philadelphia, PA 19106
(215) 923-4400

Attorneys for Petitioner
Owens-Corning Fiberglas
Corporation

Sheila L. Birnbaum
Gary E. Crawford
Charles J. Israel
SKADDEN, ARPS, SLATE,
MEAGHER & FLOM
919 Third Avenue
New York, NY 100
(212) 371-6000

Attorneys for Petitioner
Flintkote Company

Francis F. Quinn
Kevin J. Connors
LIEBERT, SHORT, FITZPATRICK
& HIRSHLAND
1200 One Franklin Plaza
Philadelphia, PA 19103
(215) 564-5800

Attorneys for Petitioner
Fibreboard Corporation

Edward W. Madeira, Jr.
Richard W. Foltz, Jr.
PEPPER, HAMILTON & SCHEETZ
The Fidelity Building
20th Floor
Philadelphia, PA 19109
(215) 893-4353

Attorneys for Petitioner
Lac d'Amiante du Quebec, Ltee.

Fredric L. Goldfein
Ellen Brown Furman
GOLDFEIN & JOSEPH
Packard Bldg. — 17th Floor
15th & Chestnut Streets
Philadelphia, PA 19102
(215) 977-9800

Attorneys for Petitioners
Asbestos Corporation, Ltd. and
Bell Asbestos Mines, Ltd.